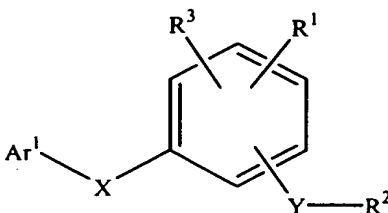


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted aryl;

X is a divalent linkage selected from the group consisting of (C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)<sub>k</sub>-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)<sub>k</sub>- and a single bond,

wherein

R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -N(R¹²)-S(O)<sub>m</sub>-, -N(R¹²)-S(O)<sub>m</sub>-N(R¹³)-, -N(R¹²)C(O)-, -S(O)<sub>n</sub>- and a single bond,

wherein

R¹² and R¹³ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)<sub>p</sub>-R¹⁴, -S(O)<sub>q</sub>-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

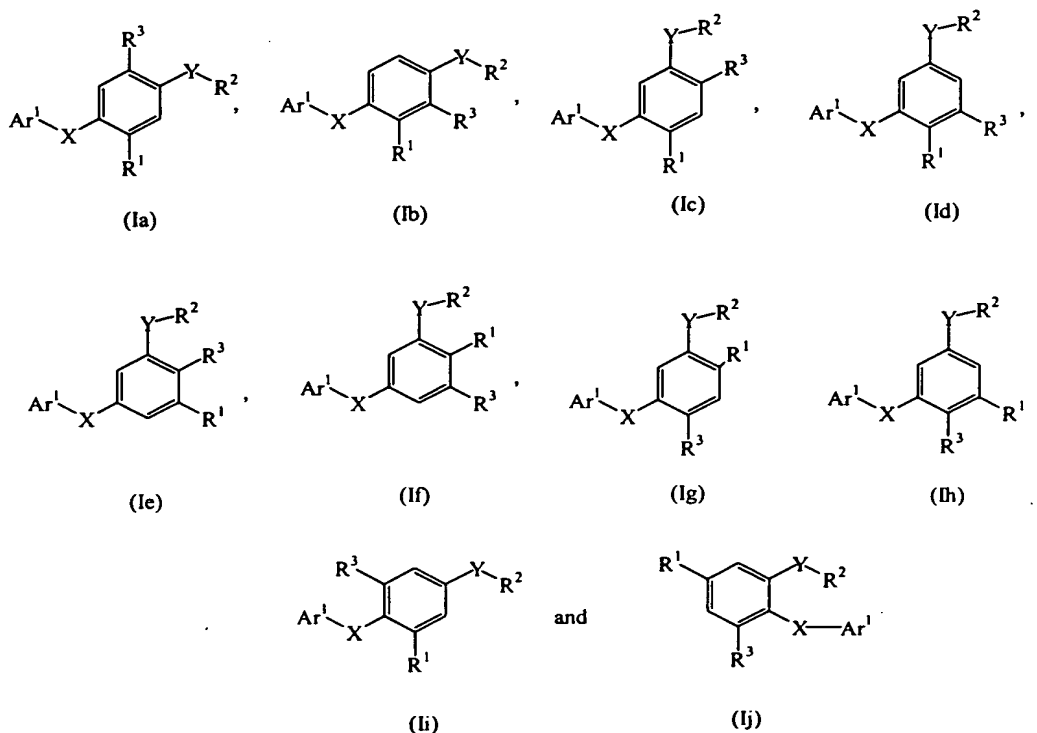
R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

31  $R^{17}$  is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-  
 32 C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
 33 the subscript p is an integer of from 0 to 3; and  
 34 the subscript q is an integer of from 1 to 2; and  
 35  $R^2$  is a substituted or unsubstituted aryl; and  
 36  $R^3$  is a member selected from the group consisting of halogen, cyano, nitro and  
 37 (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

1 2. A compound of claim 1, wherein Ar<sup>1</sup> is a substituted or  
 2 unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl,  
 3 isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that  
 4 when Ar<sup>1</sup> is substituted or unsubstituted benzthiazolyl, then X is -S(O)<sub>k</sub>-; and  $R^2$  is a  
 5 substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl,  
 6 naphthyl and pyridazinyl.

1 3. A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
 2 unsubstituted phenyl group.

1 4. A compound of claim 3, represented by a formula selected from the  
 2 group consisting of



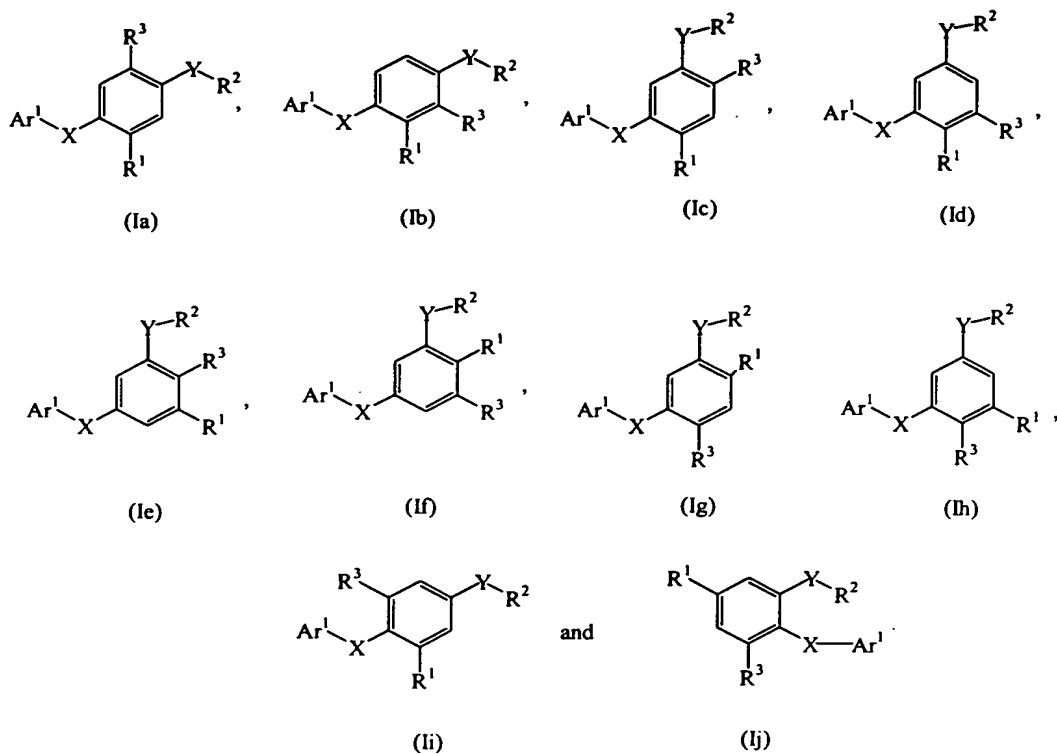


1                    7.     A compound of claim 6, wherein X is -O-, -NH- or -S-; Y is  
2     -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
3     (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and  
4     -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5     group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -  
6     CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,  
7     methoxy and trifluoromethoxy.

1                    8.     A compound of claim 7, wherein Ar<sup>1</sup> is a phenyl group having  
2     from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -  
3     O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group  
4     consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl  
5     group having from 0 to 3 substituents selected from the group consisting of halogen, -  
6     OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  
7     R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1                    9.     A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
2     unsubstituted pyridyl group.

1                    10.    A compound of claim 9, represented by a formula selected from the  
2     group consisting of

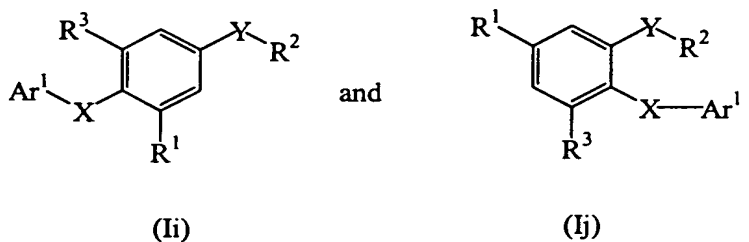


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11. A compound of claim 10, represented by a formula selected from the group consisting of



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12. A compound of claim 11, wherein

X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;

wherein

$\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,

wherein

$\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

$\text{R}^1$  is a member selected from the group consisting of hydrogen, halogen,  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ,  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ ,  $-\text{C}(\text{O})\text{R}^{14}$ ,  $-\text{CO}_2\text{R}^{14}$ ,

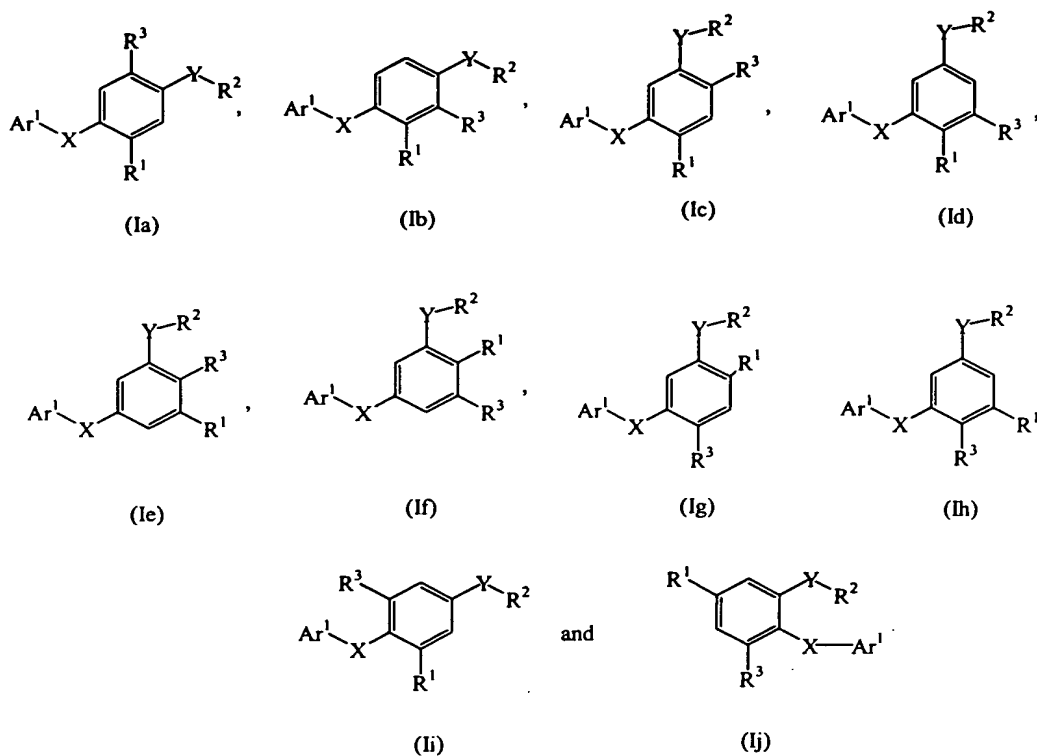
13 -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-  
14 C(O)-R<sup>17</sup>;  
15 wherein  
16 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
17 C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
18 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting  
19 of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together  
20 with the nitrogen to which each is attached form a 5-, 6- or 7-  
21 membered ring;  
22 R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
23 C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;  
24 the subscript p is an integer of from 0 to 2; and  
25 the subscript q is 2; and  
26 R<sup>2</sup> is a substituted or unsubstituted phenyl; and  
27 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

1 13. A compound of claim 12, wherein X is -O-, -NH- or -S-; Y is  
2 -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
3 (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and  
4 -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -  
6 CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,  
7 methoxy and trifluoromethoxy.

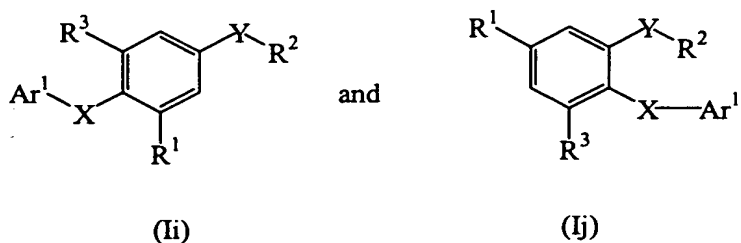
1 14. A compound of claim 13, wherein Ar<sup>1</sup> is a pyridyl group having  
2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -  
3 O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group  
4 consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl  
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -  
6 OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  
7 R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 15. A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
2 unsubstituted naphthyl group.

1 16. A compound of claim 15, represented by a formula selected from  
2 the group consisting of



17. A compound of claim 16, represented by a formula selected from the group consisting of



18. A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;

wherein

$\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,

wherein

$\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

$\text{R}^1$  is a member selected from the group consisting of hydrogen, halogen,  $(\text{C}_1-$

12 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>,  
 13 -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-  
 14 C(O)-R<sup>17</sup>;  
 15 wherein  
 16 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
 17 C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
 18 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting  
 19 of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together  
 20 with the nitrogen to which each is attached form a 5-, 6- or 7-  
 21 membered ring;  
 22 R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
 23 C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;  
 24 the subscript p is an integer of from 0 to 2; and  
 25 the subscript q is 2; and  
 26 R<sup>2</sup> is a substituted or unsubstituted phenyl; and  
 27 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

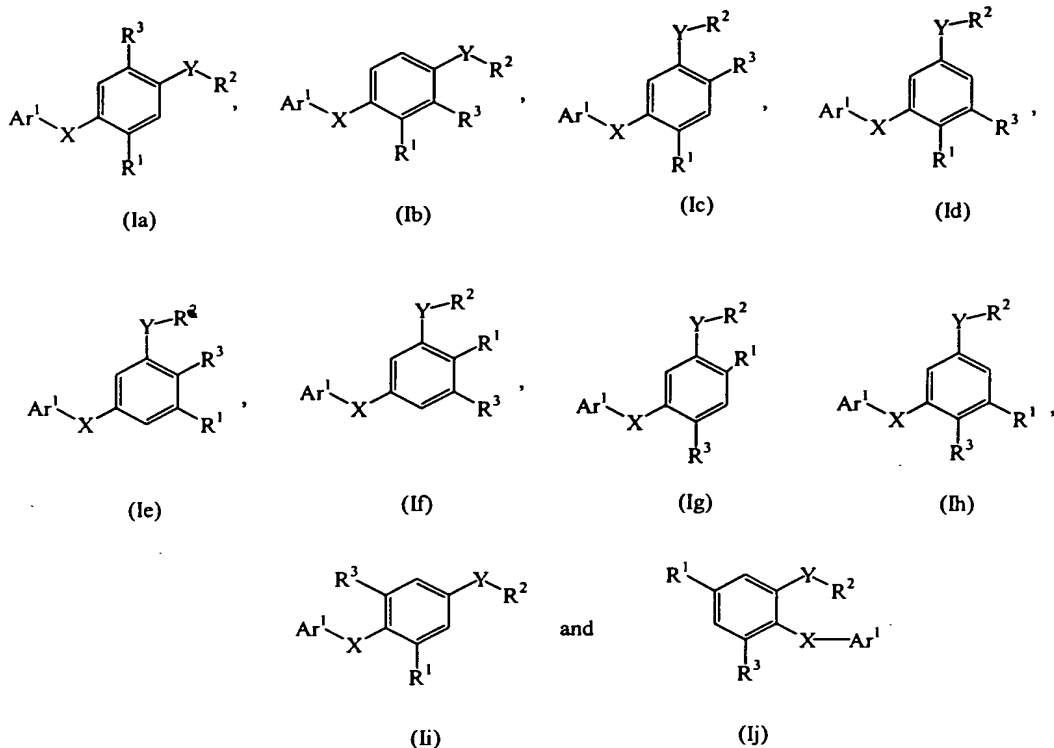
1 19. A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is  
 2 -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
 3 (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and  
 4 -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
 5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -  
 6 CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,  
 7 methoxy and trifluoromethoxy.

1 20. A compound of claim 19, wherein Ar<sup>1</sup> is a naphthyl group having  
 2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -  
 3 O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group  
 4 consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl  
 5 group having from 0 to 3 substituents selected from the group consisting of halogen, -  
 6 OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  
 7 R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 21 A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
 2 unsubstituted isoquinolinyl group.

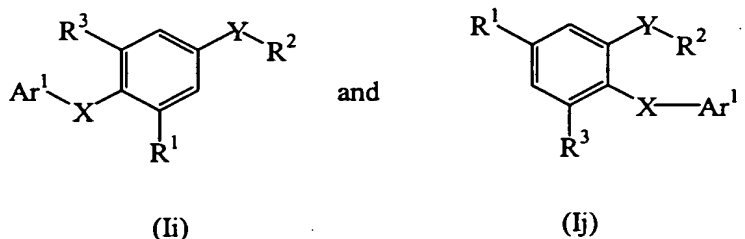


1                    22.    A compound of claim 21, represented by a formula selected from  
2    the group consisting of



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1                    23.    A compound of claim 22, represented by a formula selected from  
2    the group consisting of



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1                    24.    A compound of claim 23, wherein

2                    X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  
3                     $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;

4                    wherein

5                     $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
6                     $\text{C}_8)$ alkyl;

7                    Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,

wherein

$R^{12}$  is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

$R^1$  is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$ , -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ , -O-C(O)- $R^{17}$ , and -N( $R^{14}$ )-C(O)- $R^{17}$ ;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$  is a substituted or unsubstituted phenyl; and

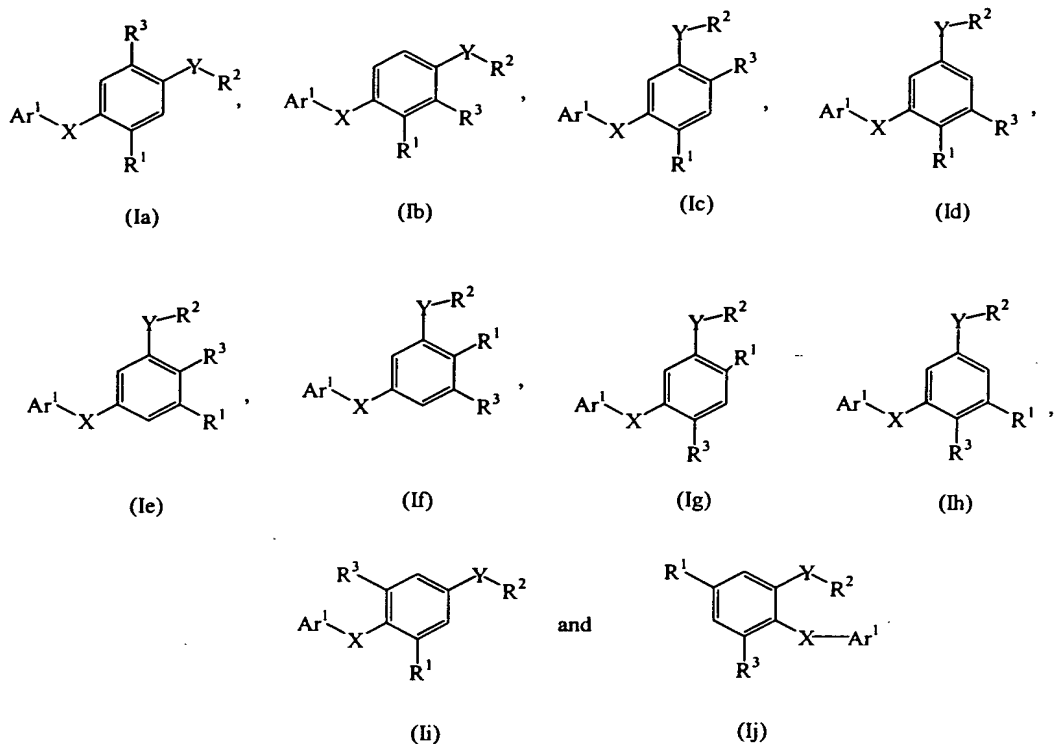
$R^3$  is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

25. A compound of claim 24, wherein X is -O-, -NH- or -S-; Y is -NH-SO<sub>2</sub>-;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$  and -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ ;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

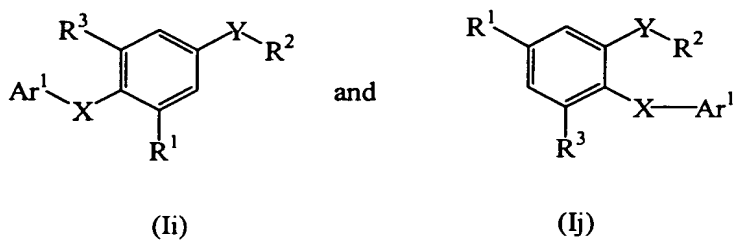
26. A compound of claim 25, wherein Ar<sup>1</sup> is a isoquinolinyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1                    27.    A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
2    unsubstituted benzoxazolyl group.

1                    28.    A compound of claim 27, represented by a formula selected from  
2    the group consisting of



1                    29.    A compound of claim 28, represented by a formula selected from  
2    the group consisting of



1                    30.    A compound of claim 29, wherein  
2    X is a divalent linkage selected from the group consisting of -CH<sub>2</sub>-, -CH(CH<sub>3</sub>)-,  
3    -O-, -C(O)-, -N(R<sup>11</sup>)- and -S-;  
4    wherein

5  $R^{11}$  is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-  
 6 C<sub>8</sub>)alkyl;  
 7 Y is a divalent linkage selected from the group consisting of -N(R<sup>12</sup>)-S(O)<sub>2</sub>-,  
 8 wherein  
 9 R<sup>12</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-  
 10 C<sub>8</sub>)alkyl;  
 11 R<sup>1</sup> is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-  
 12 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>,  
 13 -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-  
 14 C(O)-R<sup>17</sup>;  
 15 wherein  
 16 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
 17 C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
 18 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting  
 19 of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together  
 20 with the nitrogen to which each is attached form a 5-, 6- or 7-  
 21 membered ring;  
 22 R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
 23 C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;  
 24 the subscript p is an integer of from 0 to 2; and  
 25 the subscript q is 2; and  
 26 R<sup>2</sup> is a substituted or unsubstituted phenyl; and  
 27 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

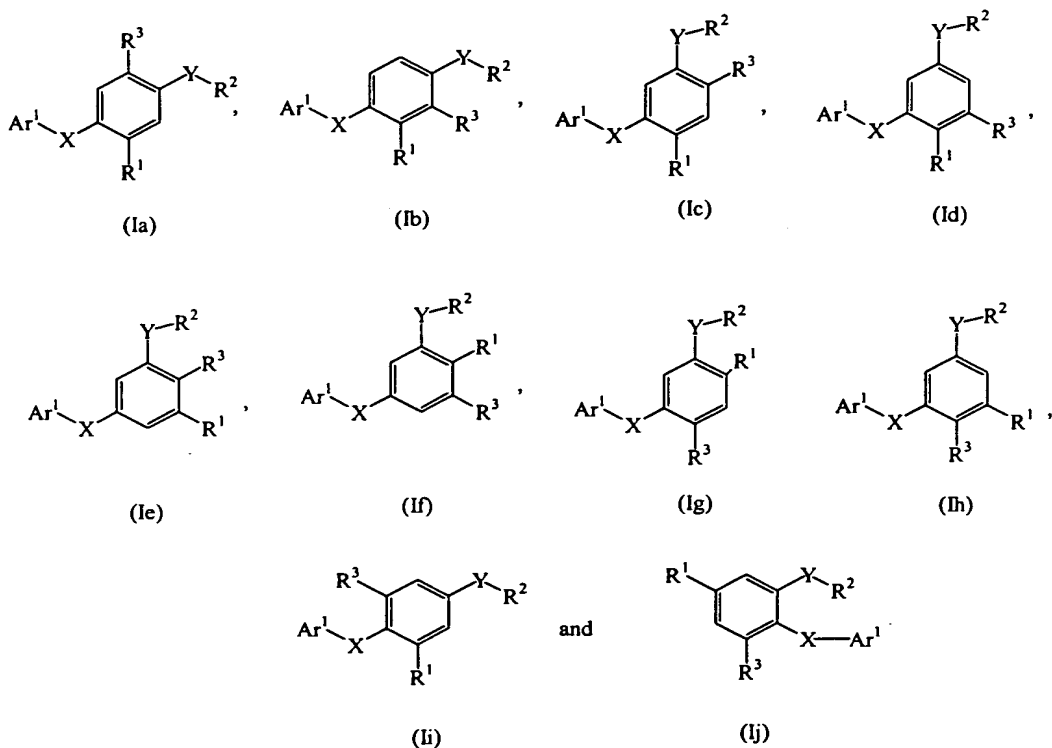
1 31. A compound of claim 30, wherein X is -O-, -NH- or -S-; Y is  
 2 -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
 3 (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and  
 4 -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
 5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -  
 6 CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,  
 7 methoxy and trifluoromethoxy.

1 32. A compound of claim 31, wherein Ar<sup>1</sup> is a benzoxazolyl group  
 2 having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -  
 3 OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the  
 4 group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a  
 5 phenyl group having from 0 to 3 substituents selected from the group consisting of

6 halogen,  $-\text{OCF}_3$ ,  $-\text{OH}$ ,  $-\text{O}(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $-\text{C}(\text{O})-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $(\text{C}_1\text{-C}_8)\text{alkyl}$  and -  
 7  $\text{NH}_2$ ; and  $\text{R}^3$  is selected from the group consisting of halogen, methoxy and  
 8 trifluoromethoxy.

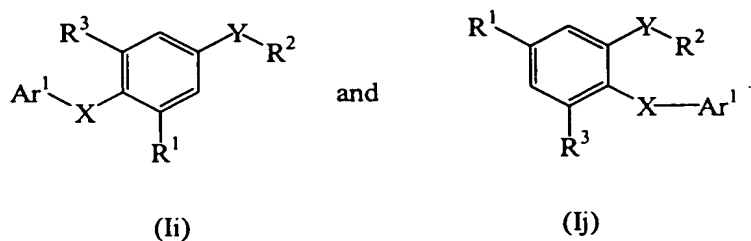
1 33. A compound of claim 2, wherein  $\text{Ar}^1$  is a substituted or  
 2 unsubstituted benzimidazolyl group.

1 34. A compound of claim 33, represented by a formula selected from  
 2 the group consisting of



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1 35. A compound of claim 34, represented by a formula selected from  
 2 the group consisting of



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1 36. A compound of claim 35, wherein

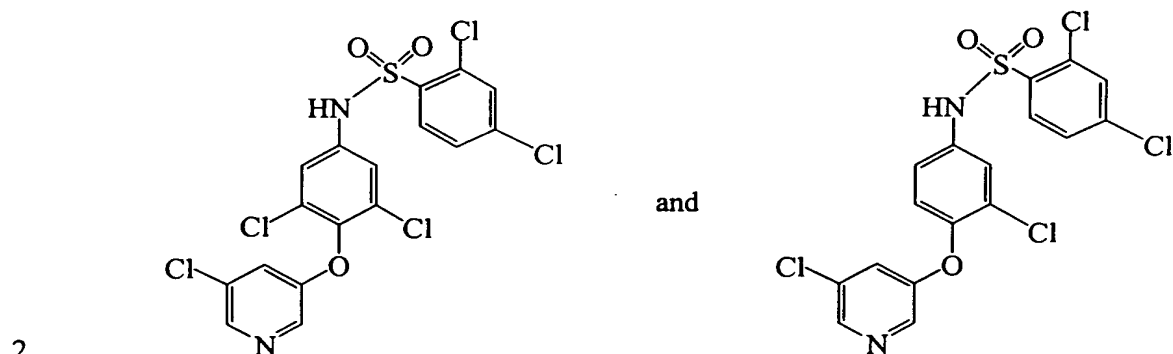
2 X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  
 3  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;  
 4 wherein  
 5  $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
 6  $\text{C}_8)\text{alkyl}$ ;  
 7 Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,  
 8 wherein  
 9  $\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
 10  $\text{C}_8)\text{alkyl}$ ;  
 11  $\text{R}^1$  is a member selected from the group consisting of hydrogen, halogen,  $(\text{C}_1-$   
 12  $\text{C}_8)\text{alkyl}$ ,  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ,  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ ,  $-\text{C}(\text{O})\text{R}^{14}$ ,  $-\text{CO}_2\text{R}^{14}$ ,  
 13  $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$ ,  $-\text{S}(\text{O})_p-\text{R}^{14}$ ,  $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$ ,  $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$ , and  $-\text{N}(\text{R}^{14})-$   
 14  $\text{C}(\text{O})-\text{R}^{17}$ ;  
 15 wherein  
 16  $\text{R}^{14}$  is a member selected from the group consisting of hydrogen,  $(\text{C}_1-$   
 17  $\text{C}_8)\text{alkyl}$ , hetero $(\text{C}_1-\text{C}_8)\text{alkyl}$ , aryl and aryl $(\text{C}_1-\text{C}_4)\text{alkyl}$ ;  
 18  $\text{R}^{15}$  and  $\text{R}^{16}$  are members independently selected from the group consisting  
 19 of hydrogen,  $(\text{C}_1-\text{C}_8)\text{alkyl}$  and  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ , or taken together  
 20 with the nitrogen to which each is attached form a 5-, 6- or 7-  
 21 membered ring;  
 22  $\text{R}^{17}$  is a member selected from the group consisting of hydrogen,  $(\text{C}_1-$   
 23  $\text{C}_8)\text{alkyl}$  and  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ;  
 24 the subscript p is an integer of from 0 to 2; and  
 25 the subscript q is 2; and  
 26  $\text{R}^2$  is a substituted or unsubstituted phenyl; and  
 27  $\text{R}^3$  is a member selected from the group consisting of halogen and  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ .

1 37. A compound of claim 36, wherein X is  $-\text{O}-$ ,  $-\text{NH}-$  or  $-\text{S}-$ ; Y is  
 2  $-\text{NH}-\text{SO}_2-$ ;  $\text{R}^1$  is a member selected from the group consisting of halogen,  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  
 3  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ,  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ ,  $-\text{C}(\text{O})\text{R}^{14}$ ,  $-\text{CO}_2\text{R}^{14}$ ,  $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$ ,  $-\text{S}(\text{O})_p-\text{R}^{14}$  and  
 4  $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$ ;  $\text{R}^2$  is a phenyl group having from 0 to 3 substituents selected from the  
 5 group consisting of halogen,  $-\text{OCF}_3$ ,  $-\text{OH}$ ,  $-\text{O}(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  $-\text{C}(\text{O})-(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  
 6  $(\text{C}_1-\text{C}_8)\text{alkyl}$  and  $-\text{NH}_2$ ; and  $\text{R}^3$  is selected from the group consisting of halogen,  
 7 methoxy and trifluoromethoxy.

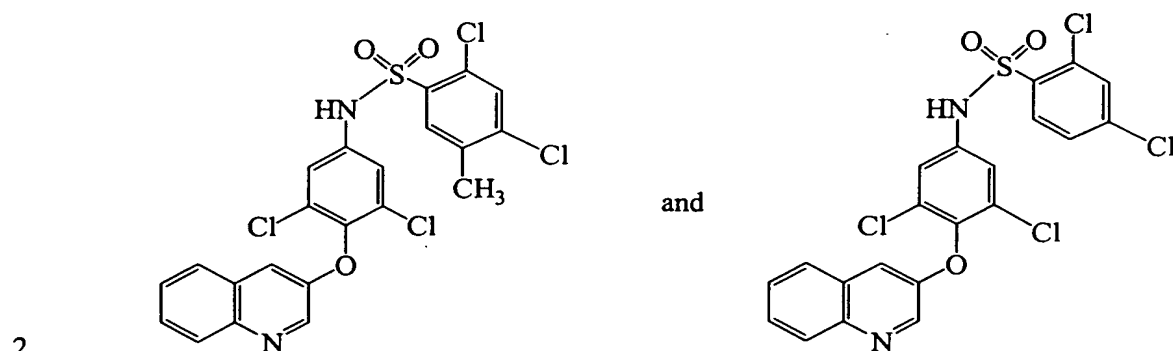
1 38. A compound of claim 37, wherein  $\text{Ar}^1$  is a benzimidazolyl group  
 2 having from 1 to 3 substituents selected from the group consisting of halogen,  $-\text{OCF}_3$ ,  $-\text{OH}$ ,  
 3  $-\text{O}(\text{C}_1-\text{C}_6)\text{alkyl}$ ,  $-\text{CF}_3$ ,  $(\text{C}_1-\text{C}_8)\text{alkyl}$  and  $-\text{NO}_2$ ;  $\text{R}^1$  is a member selected from the

4 group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a  
 5 phenyl group having from 0 to 3 substituents selected from the group consisting of  
 6 halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -  
 7 NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and  
 8 trifluoromethoxy.

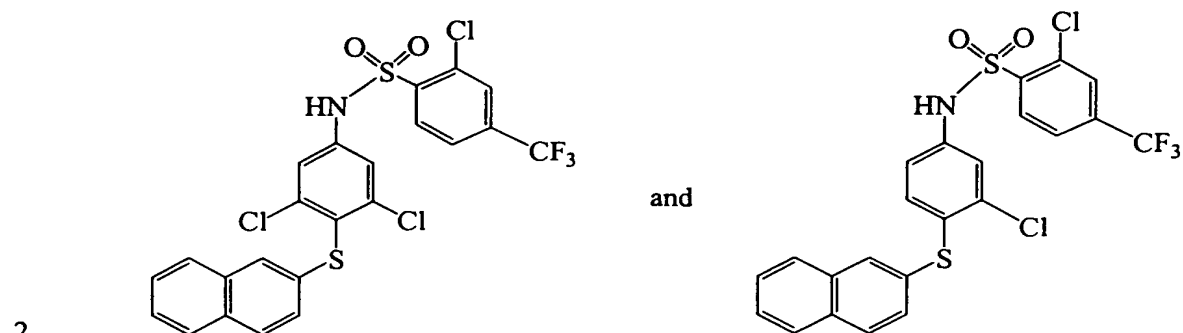
1 39. A compound of claim 1, selected from the group consisting of



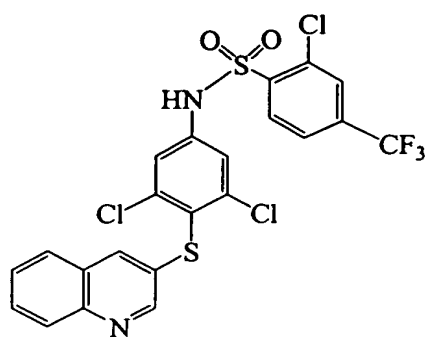
1 40. A compound of claim 1, selected from the group consisting of



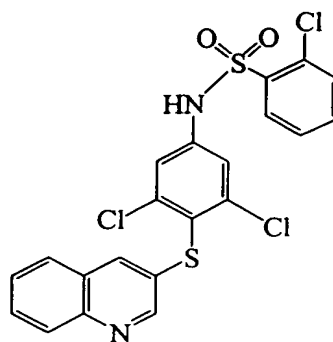
1 41. A compound of claim 1, selected from the group consisting of



1 42. A compound of claim 1, selected from the group consisting of:



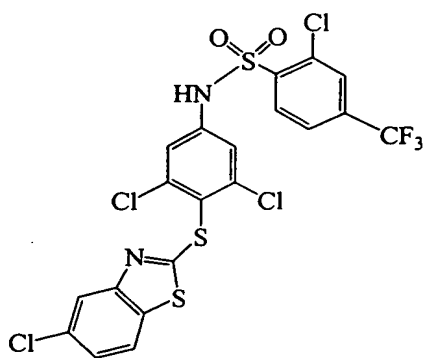
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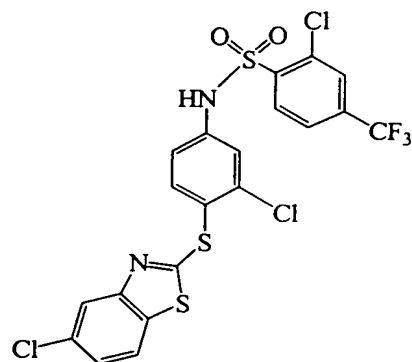
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43. A compound of claim 1, selected from the group consisting of:



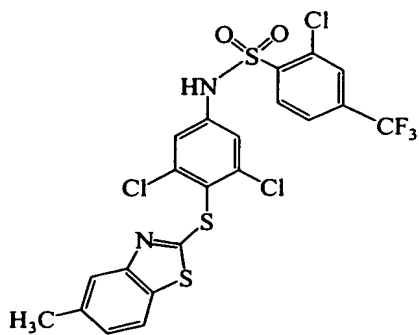
and



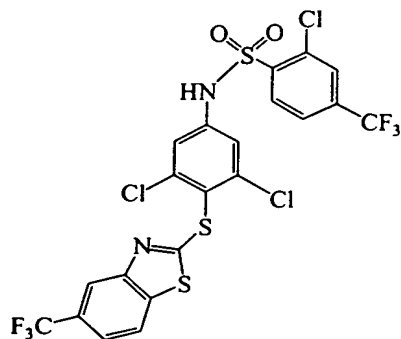
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44. A compound of claim 1, selected from the group consisting of:



and



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45. A compound of claim 1, selected from the group consisting of:





1                   **54.**     A method in accordance with claim **47**, wherein said metabolic  
2     disorders are mediated by PPAR $\gamma$ .